

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**Securities and Exchange Commission,**

**Plaintiff,**

**-against-**

**David Lee, Kevin P. Cassidy,  
Edward O'Connor and Scott Connor,**

**Defendants.**

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**No. 08-CV-09961 (GBD)**

**ECF FILED**

**DECLARATION OF  
MARNI RAE ROBIN, ESQ.**

I, Marni Rae Robin, declare under the penalties of perjury as follows:

1. I am Senior Counsel for the law firm of McCormick & O'Brien, LLP, counsel for Defendant Edward O'Connor. I submit this Declaration in support of Defendant Edward O'Connor's Motion to Dismiss the Complaint.

2. Attached hereto as Exhibit A is a true and correct copy of Optionable, Inc.'s Form 8-K dated April 10, 2007.

3. Attached hereto as Exhibit B is a true and correct copy of Optionable, Inc.'s Form 8-K dated May 8, 2007.

4. Attached hereto as Exhibit C is a true and correct copy of the correspondence between the SEC and Bank of Montreal filed with the SEC on October 31, 2007, November 30, 2007 and December 20, 2007, respectively.

5. Attached hereto as Exhibit D is a true and correct copy of Optionable, Inc.'s Form 10-QSB, dated March 31, 2005.

6. Attached hereto as Exhibit E is a true and correct copy of Optionable, Inc.'s Form 10-QSB, dated June 30, 2005.

Dated: April 20, 2009

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/s/ Marni Rae Robin